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SERVICE DATE - AUGUST 18, 2003

SURFACE TRANSPORTATION BOARD

DECISION

STB Docket No. MC-F-21003

LINCOLNSHIRE EQUITY FUND II, L.P., ET AL.—CONTROL—AMERICA
CHARTERS, LTD., ET AL.

AGENCY: Surface Transportation Board

ACTION: Notice Tentatively Approving Finance Transaction.

SUMMARY: Lincolnshire Equity Fund II, L.P. (LEF II), VSC Partners LLC (VSC), and Southeast Coach, Inc. (SCI), noncarriers (collectively, applicants), filed an application under 49 U.S.C. 14303 to acquire control of: America Charters, Ltd. (MC-153814); American Coach Lines, Inc. (MC-141589); B&A Charter Tours, Inc. (MC-170895); Dillon's Bus Service, Inc. (MC-36788); Florida Cruise Connection, Inc. d/b/a Cruise Connection (MC-267620); Golden Isle Coaches of Florida, Inc. (MC-224982); The McMahon Transportation Company (MC-788); Midnight Sun Tours, Inc. (MC-213275); P&S Transportation, Inc. (MC-255382); Royal Tours of America, Inc. d/b/a/ Royal Tours (MC-202587) ; Southern Coach Company (MC-58177); Southern Tours, Inc. (MC-182022); and Tippet Travel, Inc. d/b/a Tippet Travel & Tours (MC-174043) (collectively, motor carriers). Persons wishing to oppose this application must follow the rules under 49 CFR part 1182.5 and 1182.8. The Board has tentatively approved the transaction, and, if no opposing comments are timely filed, this notice will be the final Board action.

DATES: Comments must be filed by October 2, 2003. Applicants may file a reply by October 17, 2003. If no comments are filed by October 2, 2003, this notice is effective on that date.

ADDRESSES: Send an original and 10 copies of any comments referring to STB Docket No. MC-F-21003 to: Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, send one copy of comments to applicants' representative: Vincent J. Coyle, Jr., Pitney, Hardin, Kipp & Szuch LLP, 685 Third Avenue, New York, NY 10017-1024.

FOR FURTHER INFORMATION CONTACT: Joseph H. Dettmar, (202) 565-1600.
[Federal Information Relay Service (FIRS) for the hearing impaired: 1-800-877-8339.]

SUPPLEMENTARY INFORMATION: LEF II, a noncarrier, is a Delaware limited partnership that is a private equity firm specializing in middle market investments. VSC, a noncarrier, is a Delaware limited liability company that is also a private equity firm specializing in middle market investments. SCI, which was specifically created by LEF II and VSC to undertake this transaction, entered into an agreement with Coach USA, Inc., American Sightseeing Tours, Inc. and Coach Leasing, Inc., to purchase all of the outstanding stock of the motor carriers. SCI also agreed to purchase fifty-eight (58) motorcoaches.

Under 49 U.S.C. 14303(b), the Board must approve and authorize a transaction it finds consistent with the public interest, taking into consideration at least: (1) the effect of the transaction on the adequacy of transportation to the public; (2) the total fixed charges that result; and (3) the interest of affected carrier employees.

Applicants have submitted the information required by 49 CFR 1182.2, including information to demonstrate that the proposed transaction is consistent with the public interest under 49 U.S.C. 14303(b). Applicants state that the proposed acquisition of control will not reduce competitive options, adversely impact fixed charges, or adversely impact the interests of the employees of the motor carriers. They assert that granting the application will allow the motor carriers to take advantage of economies of scale and substantial benefits offered by applicants that would otherwise be unavailable to the motor carriers individually. Additional information, including a copy of the application, may be obtained from applicants' representative.

On the basis of the application, the Board finds that the proposed transaction is consistent with the public interest and should be authorized. If any opposing comments are timely filed, this finding will be deemed vacated, and, unless a final decision can be made on the record as developed, a procedural schedule will be adopted to reconsider the application. See 49 CFR 1182.6(c). If no opposing comments are filed by the expiration of the comment period, this decision will take effect automatically and will be the final Board action.

Board decisions and notices are available on its website at **"WWW.STB.DOT.GOV."**

This decision will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The proposed finance transaction is approved and authorized, subject to the filing of opposing comments.
2. If timely opposing comments are filed, the findings made in this decision will be deemed as having been vacated.
3. This decision will be effective on October 2, 2003 unless timely opposing comments are filed.
4. A copy of this notice will be served on: (1) the U.S. Department of Transportation, Federal Motor Carrier Safety Administration, 400 7th Street, S.W., Room 8214, Washington, DC 20590; (2) the U.S. Department of Justice, Antitrust Division, 10th Street & Pennsylvania Avenue, N.W., Washington, DC 20530; and (3) the U.S. Department of Transportation, Office of the General Counsel, 400 7th Street, S.W., Washington, DC 20590.

Decided: August 6, 2003.

By the Board, Chairman Nober.

Vernon A. Williams
Secretary